

The Honorable Thomas S. Zilly

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

JEREMY JAEGER, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiff,

v.

ZILLOW GROUP, INC., RICHARD  
BARTON, ALLEN PARKER, AND JEREMY  
WACKSMAN,

Defendants.

No. 2:21-CV-01551-TSZ

CLASS ACTION

**DECLARATION OF WINSTON  
HSIAO IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO  
LEAD PLAINTIFF'S MOTION FOR  
CLASS CERTIFICATION,  
APPOINTMENT OF CLASS  
REPRESENTATIVE, AND  
APPOINTMENT OF CLASS  
COUNSEL**

**NOTE ON MOTION CALENDAR:  
JUNE 14, 2024**

DECLARATION OF WINSTON  
HSIAO IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO  
LEAD PLAINTIFF'S MOTION FOR  
CLASS CERTIFICATION  
(No. 2:21-cv-01551-TSZ) - 1

**Skadden, Arps, Slate, Meagher &  
Flom, LLP**  
300 South Grand Avenue, Ste. 3400  
Los Angeles, CA 90071  
Phone: (213) 687-5000

**Perkins Coie LLP**  
1201 Third Avenue, Suite 4900  
Seattle, WA 98101-3099  
Phone: (206) 359-8000  
Fax: (206) 359-9000

1           1.       I am a partner at Skadden, Arps, Slate, Meagher & Flom LLP, and counsel of record  
 2 for Defendants Zillow Group, Inc. ("Zillow" or the "Company"), Richard Barton, Allen Parker, and  
 3 Jeremy Wacksman (together with Zillow, "Defendants") in the above-captioned matter. I submit this  
 4 declaration in support of Defendants' Opposition to Lead Plaintiff's Motion for Class Certification,  
 5 Appointment of Class Representative, and Appointment of Class Counsel (the "Opposition"). I make  
 6 this declaration based on my own personal knowledge, and if called upon to do so, could and would  
 7 testify competently to the matters attested to in this declaration.

8           2.       Attached to this declaration as **Exhibit 1** is a true and correct copy of the Expert  
 9 Report of Dr. Faten Sabry, dated April 26, 2024.

10          3.       Attached to this declaration as **Exhibit 2** is a true and correct copy of excerpts of the  
 11 2020 Form 10-K filed by Zillow with the Securities & Exchange Commission ("SEC") on February  
 12 12, 2021.

13          4.       Attached to this declaration as **Exhibit 3** is a true and correct copy of a transcript of  
 14 Zillow's May 4, 2021 earnings call for the first quarter of fiscal year 2021.

15          5.       Attached to this declaration as **Exhibit 4** is a true and correct copy of a transcript of  
 16 Zillow's August 5, 2021 earnings call for the second quarter of fiscal year 2021.

17          6.       Attached to this declaration as **Exhibit 5** is a true and correct copy of a transcript of  
 18 Zillow's September 13, 2021 presentation at the Piper Sandler 2021 Virtual Global Technology  
 19 Conference.

20          7.       Attached to this declaration as **Exhibit 6** is a true and correct copy of a transcript of  
 21 Zillow's November 2, 2021 earnings call for the third quarter of fiscal year 2021.

22          8.       Attached to this declaration as **Exhibit 7** is a true and correct copy of the October 4,  
 23 2021 RBC Capital Markets report, *Zillow Group, Inc: It was bound to happen at some point;*  
 24 *lowering estimates and price target.*

25          9.       Attached to this declaration as **Exhibit 8** is a true and correct copy of the October 17,  
 26 2021 *Bloomberg* report, *Zillow Pauses Homebuying as Snags Hit Tech-Powered Flipping.*

10. Attached to this declaration as **Exhibit 9** is a true and correct copy of Zillow's October 18, 2021 press release, *At Operational Capacity, "Zillow Offers" to Focus on Signed Customer Contracts and Current Inventory; Suspends Signing of New Contracts Through 2021*.

11. Attached to this declaration as **Exhibit 10** is a true and correct copy of the November 1, 2021 *MarketWatch* article, *Zillow is looking to sell off about 7,000 homes, Bloomberg reports, and stock sinks*.

12. Attached to this declaration as **Exhibit 11** is a true and correct copy of Zillow's May 4, 2021 shareholder letter for the second quarter of fiscal year 2021.

13. Attached to this declaration as **Exhibit 12** is a true and correct copy of Zillow's June 15, 2021 press release, *Zillow Launches New Neural Zestimate, Yielding Major Accuracy Gains*.

14. Attached to this declaration as **Exhibit 13** is a true and correct copy of the October 31, 2021 KeyBanc report, *Z: Volatile iBuying Trends, Earnings Risk*.

15. Attached to this declaration as **Exhibit 14** is a true and correct copy of the October 19, 2021 Mike DelPrete report, *iBuying is Hard: Zillow Pauses New Purchases*.

16. Attached to this declaration as **Exhibit 15** is a true and correct copy of the October 20, 2021 BTIG report, *ZG May Have Been Slow To Adjust To Market Conditions, But OPEN Wasn't*.

17. Attached to this declaration as **Exhibit 16** is a true and correct copy of the October 21, 2021 Stifel report, *3Q:21 Online Real Estate Preview*.

18. Attached to this declaration as **Exhibit 17** is a true and correct copy of the October 25, 2021 Mike DelPrete report, *Priced to Sell: Zillow's Inventory Problem*.

19. Attached to this declaration as **Exhibit 18** is a true and correct copy of the October 27, 2021 *Bloomberg* report, *Matt Levine's Money Stuff: Nobody is Drilling the Oil*.

20. Attached to this declaration as **Exhibit 19** is a true and correct copy of the October 28, 2021 Bank of America Global Research report, *iBuy that risks for ZG may not be just a pause in sales: Lower ests and PO to \$85*.

21. Attached to this declaration as **Exhibit 20** is a true and correct copy of the October 29, 2021 *Business Insider* article, *Zillow has listed a staggering 93% of the hundreds of Phoenix homes it owns at a loss*.

22. Attached to this declaration as **Exhibit 21** is a true and correct copy of the November 1, 2021 *Bloomberg* report, *Zillow Seeks to Sell 7,000 Homes for \$2.8 Billion After Flipping Halt*.

23. Attached to this declaration as **Exhibit 22** are true and correct excerpts from the April 16, 2021 deposition of Dr. Zachary Nye.

24. Attached to this declaration as **Exhibit 23** are true and correct excerpts from the April 4, 2021 deposition of Lead Plaintiff Jeremy Jaeger.

25. Attached to this declaration as **Exhibit 24** is a true and correct copy of Exhibit B: “Movant’s Loss Chart” to the Declaration of Steve W. Berman in Support of Jeremy Jaeger’s Motion for Consolidation and Appointment as Lead Plaintiff, and Approval of Counsel, filed in this action on January 18, 2022 (Dkt. 28-2).

26. **Exhibits 22 and 23** contain deposition transcript excerpts that Plaintiff provisionally marked “Confidential” or “Confidential – Attorneys’ Eyes Only”. Pursuant to Local Rule 5(g) and the parties’ Stipulated Protective Order (Dkt. # 109), on April 23, 2024, I provided Plaintiff’s counsel the citation ranges for the excerpts contained in **Exhibits 22 and 23**, informed counsel that Defendants would be citing to and submitting these excerpts in connection with Defendants’ Opposition, and asked whether Plaintiff wished to seek to keep the contents under seal. On April 25, Plaintiff’s counsel consented to Defendants’ referring to and submitting the specific excerpts on the public docket without sealing, without waiving any confidentiality designations over the remainder of the transcripts.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this day on April 26, 2024 in Los Angeles, California.

DECLARATION OF WINSTON  
HSIAO IN SUPPORT OF  
DEFENDANTS’ OPPOSITION TO  
LEAD PLAINTIFF’S MOTION FOR  
CLASS CERTIFICATION  
(No. 2:21-cv-01551-TSZ) - 4

**Skadden, Arps, Slate, Meagher &  
Flom, LLP**  
300 South Grand Avenue, Ste. 3400  
Los Angeles, CA 90071  
Phone: (213) 687-5000

**Perkins Coie LLP**  
1201 Third Avenue, Suite 4900  
Seattle, WA 98101-3099  
Phone: (206) 359-8000  
Fax: (206) 359-9000

By: /s/ Winston Hsiao

Winston Hsiao

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

DECLARATION OF WINSTON  
HSIAO IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO  
LEAD PLAINTIFF'S MOTION FOR  
CLASS CERTIFICATION  
(No. 2:21-cv-01551-TSZ) - 5

**Skadden, Arps, Slate, Meagher &  
Flom, LLP**  
300 South Grand Avenue, Ste. 3400  
Los Angeles, CA 90071  
Phone: (213) 687-5000

**Perkins Coie LLP**  
1201 Third Avenue, Suite 4900  
Seattle, WA 98101-3099  
Phone: (206) 359-8000  
Fax: (206) 359-9000